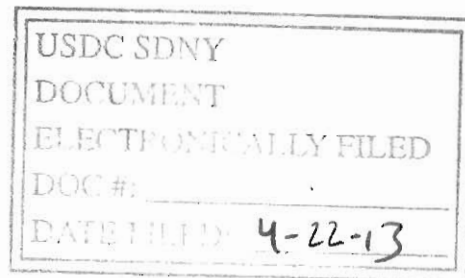


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April 22, 2013

Via E-mail

The Honorable Paul A. Crotty  
United States District Judge  
Southern District of New York  
500 Pearl Street, Room 640  
New York, NY 10007

Re: Goldman, Sachs & Co. v. North Carolina Municipal Power Agency  
Number One, No. 13 cv 1319 (S.D.N.Y.) (PAC)

Dear Judge Crotty:

On behalf of plaintiff Goldman, Sachs & Co. ("Goldman Sachs") in the above-referenced action, I write in response to the April 19, 2013 pre-motion letter from defendant North Carolina Municipal Power Agency Number One ("NCMPA1") to the Court regarding NCMPA1's proposed motion to dismiss for improper venue.

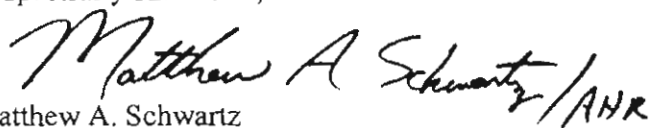
On March 21, 2013, NCMPA1 informed the Court that its "original answer date" of March 20, 2013 had passed, and therefore requested, with the consent of Goldman Sachs, an extension of the deadline to answer to April 19, 2013. The Court granted NCMPA1's request on March 22, 2013. (See Endorsed Letter Entered on March 22, 2013, Docket No. 9) At no point during the discussion between counsel for Goldman Sachs and NCMPA1 regarding Goldman Sachs' consent to the extension did NCMPA1 indicate that it intended to file a motion to dismiss for improper venue. Nor did NCMPA1 request permission from the Court to file such a motion in its prior pre-motion letters to the Court in advance of the April 16, 2013 pre-motion conference, and NCMPA1 did not inform the Court or Goldman Sachs that it intended to file such a motion at that conference. Instead, in an apparent effort to exploit your Honor's Individual Practice No. 3.B, preserving the time to answer the Complaint and to thus avoid answering, NCMPA1 informed the Court and Goldman Sachs for the first time on the date that its answer was due—April 19, 2013—that it intends to file a motion to dismiss for improper venue.

The Honorable Paul A. Crotty

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Goldman Sachs respectfully submits that such motion would be entirely without merit for, *inter alia*, the reasons set forth in Goldman Sachs' April 4, 2013 letter to the Court regarding NCMPA1's motion to transfer venue.

Respectfully submitted,

  
Matthew A. Schwartz

cc: All Counsel of Record (by e-mail)